

June 29th, 1945.

Mr. J. Elliott:Re: Margaret Eaton School

We wish to reply to your memo of June 1, 1945 in which you ask what is necessary to accomplish the winding up of the above company.

The Margaret Eaton School was incorporated under the laws of the Province of Ontario as an unlimited company on August 3, 1906 for the purpose of conducting an Educational Institution. The company was capitalized at \$40,000. consisting of 400 shares with a par value of \$100.00 each, of which only 200 shares were issued.

As these shares are all Common shares and not redeemable, there is no way of the Margaret Eaton School getting them back without winding up the company. Consequently, it will be necessary to have the shareholders of the Margaret Eaton School to surrender shares for cancellation and the assets (\$20,000.), if any, to be distributed to the shareholders. The procedure for winding up the Margaret Eaton School would be quite simple as the ordinary winding up procedure provided for by the Act which is designed for companies having creditors and outside shareholders would not have to be used. In this case, all that would have to be done would be to surrender the Charter and in our opinion, this could be done by the following procedure set out below:

1. Simple agreement would have to be entered into between the Margaret Eaton School and the shareholders whereby the shareholders agree to surrender all shares held by them and the Margaret Eaton School together with all certificates and evidences of shares so held.
2. A meeting of the Directors of the Margaret Eaton School would then be called to pass a by-law, a resolution approving this agreement and authorizing a petition for surrender of the company's Charter.
3. Application would then have to be made to the Provincial Secretary for the surrender of the Charter. In this regard, various documents would have to signed such as affidavits etc.
4. Notice of Application to surrender the Charter would have to be published once in the Ontario Gazette and once in a newspaper in the district where the head office of the company is situated. Upon satisfactory proof of application and upon filing of the proper papers the Lieutenant Governor (that is, the Provincial Secretary's

Mr. J. Elliott:

Department) would fix a date upon and from which the corporation is dissolved and from that date the company would cease to exist.

If you prefer to have draft documents prepared covering the surrendering of the Charter, we would be very glad to prepare the same.

RHP:A.

A. H. Pearson

Barristers, Solicitors, Notaries &c.

*G. W. Mason, K.C., A. Foulds, K.C.,
W. W. Davidson, K.C., R. L. Kellock, K.C.,
R. D. Walter, E. C. Gordon, E. W. Ireland,
G. A. Gale, J. D. Arnup*

*Sterling Tower Building
372 Bay Street
Toronto 2
Canada*

Telephone Elgin 2281

Cable Address "Masemidon"

February 8, 1939.

Executive Offices,

The T. Eaton Company Limited,

190 Yonge Street,

Toronto.

Dear Sirs:- re- Margaret W. Eaton Estate

At Mr. James Elliott's request we considered the transfer dated the 5th of February, 1938 of one share in the Margaret Eaton School, which has been signed by the Committees of Mr. Harry McGee's Estate, and told him that in our opinion this transfer would require a Court order to give it validity. We understand however, that it is not thought necessary ^{9/10/39} to get the order as the shares of the corporation are of no value. We do not think the position of this share would interfere with calling a regular meeting of the shareholders at some time in the future in case it should be necessary to do this as a preliminary to winding up the corporation.

We return herewith:-

- ✓1. The corporation's record book.
- ✓2. The corporation's stock certificate book in which are three loose transfers, namely, the one mentioned above and others signed by the Rev. R.P. Bowles and Mrs. J.A. Roberts, respectively.

Returned 3. Balance sheet dated the 30th of June, 1938.

*to asackman
8/2/39*

114-1

The T. Eaton Company Limited,

- Put with original letters
Patrick &
Voult no 5
8-2-36*
4. Duplicate original of deed dated the 29th of July, 1938 appointing Mr. J.J. Vaughan a trustee of Mrs. Eaton's Estate in place of Mr. McGee.
- ✓ 5. File of correspondence.

Yours truly,

MASON FOULDS DAVIDSON & KELLOCK,

per- *Richard Foulds*

AF/F.

Encls.

ONTARIO ARCHIVES
TORONTO

1938

MACDONALD, SHEPLEY, MIDDLETON & DONALD.

Barristers Solicitors Notaries &c.

J.B. Macdonald K.C. G.F. Shepley K.C.

W.E. Middleton R.C. Donald.

G.W. Mason B.S. White.

28 & 30 Toronto St.

Cable Address "Masemidon"

Toronto, August 22, 1906.

The T. Eaton Co., Ltd.,

Toronto, Ont.

Dear Sirs,- re The Margaret Eaton School.

We send you herewith Letters Patent
in this matter.

Yours truly,

*Macdonald Shepley
Middleton Donald*

Enclo.

Del.

Incorporate under the name of

The Toronto School of Literature and Expression

The Margaret Eaton Hall

Apply to Provincial Sec for Incorporation with
the following provisional Director

Rev Nathaniel Burwash 1 Share

President Victoria College

Mr Timothy Eaton 1 Share
Merchant

Mrs Margaret Wilson Eaton 195 Shares
of Toronto

Mrs Margaret Proctor Burwash 1 Share
of Toronto

Mrs Emma Scott Raff 1 Share
Teacher

Mr J C Eaton
Merchant Toronto

Mr Harry Tice
Merchant Toronto

Stock \$400000 = 400 Shares of \$1000 each

Apply to Provincial Sec for Incorp with
names of persons who seek incorporation
with ^{Capital} Stock (that is building & land)

Directors

Chancellor Barwash
Mr Timothy Eaton
Mrs Timothy Eaton
Mrs Chancellor Barwash
Mrs Scott Raff
Harry McGee

Stock \$40,000 = " " "

400 hundred Shares of \$100 each

Incorp under the name of
The School of Literature & Expression of Thought

" " " " "

The Maryamth Eaton Hall

195

300
11

200

MINUTES OF THE FIRST MEETING OF PROVISIONAL
DIRECTORS of The Margaret Eaton School of
Literature and Expression held at the City of
Toronto on the day of 1906,
at 8 o'clock.

PRESENT: ~~Nathaniel Burwash~~, Timothy Eaton, Margaret Wilson
Eaton, Margaret Proctor Burwash, Emma Scott Raff,
John Craig Eaton and Harry McGee.

MOVED by

SECONDED by

THAT Mr. *Heaton* take the chair and that Mr.
mis RE mis Scott Raff
be Secretary to this meeting.

Carried.

MOVED by

SECONDED by

THAT a general meeting of the Shareholders of the
Company be immediately held for the purpose of
organization.

Carried.

MOVED by

SECONDED by

THAT this meeting do now adjourn.

Carried.

MINUTES OF FIRST MEETING OF SHAREHOLDERS of

The Margaret Eaton School of Literature and

Expression held at the City of Toronto on the

day of 1906, at o'clock.

PRESENT: ~~Nathaniel Burwash~~, Timothy Eaton, Margaret Wilson
Eaton, Margaret Proctor Burwash, Emma Scott Raff,
John Craig Eaton and Harry McGee.

MOVED by

SECONDED by

THAT Mr. *YE* take the chair and that Mr. *HW*
be Secretary to this meeting.

Carried.

All the Shareholders of the Company being personally
present or represented by proxy, formal notice calling
the meeting was dispensed with and the meeting declared
to have been regularly called.

MOVED by

SECONDED by

THAT the Minutes of the Provisional Directors' meeting
just held be approved.

Carried.

The Letters Patent incorporating the Company were read.

MOVED by

SECONDED by

THAT the Letters Patent be adopted as the Charter of
the Company

Carried.

MOVED by

SECONDED by

THAT a Board of Seven Directors be elected to manage
the affairs of the Company.

Carried.

MOVED by

Mrs B

SECONDED by

Henry

THAT Nathaniel Burwash, Timothy Eaton, Margaret Wilson
Eaton, Margaret Proctor Burwash, Emma Scott Raff,
John Craig Eaton and Harry McGee be the Directors of
the Company.

Carried.

MOVED by

Mrs B

SECONDED by

McGee

THAT this meeting now adjourn until after the Directors
shall have met.

Carried.



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